

In the Matter of)	
Quarter Call, Inc.; Glenn Kendall; Tom)	CEASE AND DESIST ORDER
C. Yost; Robert J. DiToro; Robert P.)	NOTICE OF CIVIL PENALTY
Carrigan; Dan S. Webb; J.R. Munoz;)	NOTICE OF RESCISSION
Premier Capital Investments; and)	ORDER
its Officers, Directors, Agents,)	AND NOTICE OF
Servants and Employees)	OPPORTUNITY FOR
)	HEARING
Respondent,)	

.....

THE SECURITIES COMMISSIONER OF THE STATE OF NORTH DAKOTA TO QUARTER CALL, INC.; GLENN KENDALL; TOM C. YOST; ROBERT J. DITORO; ROBERT P. CARRIGAN; DAN S. WEBB; J.R. MUNOZ; PREMIER CAPITAL INVESTMENTS ITS OFFICERS, AGENTS, SERVANTS AND EMPLOYEES:

1. It appears to the Securities Commissioner that Quarter Call, Inc.; Glenn Kendall; Tom C. Yost; Robert J. DiToro; Robert P. Carrigan; Dan S. Webb; J.R. Munoz; Premier Capital Investments ("Respondents") and its officers, directors, agents, servants or employees have engaged in, are engaging in, or are about to engage in, acts, practices or transactions, as more fully described below, which are prohibited under Chapter 10-04 of the North Dakota Century Code (N.D.C.C.). It further appears to the Securities Commissioner that it is necessary or appropriate in the public interest or for the protection of investors to restrain these acts, practices, or transactions.
2. The Respondents have offered for sale, solicited an order or offer to buy, or sold securities to residents of North Dakota in violation of N.D.C.C. § 10-04-04;
3. The subject securities have not been registered with the Securities Commissioner under N.D.C.C. §§ 10-04-07; 10-04-07.1; 10-04-08; or 10-04-08.1; are not exempt securities under 10-04-05 N.D.C.C.; and have not been offered for sale or sold in exempt transactions under 10-04-06 N.D.C.C.
4. The Respondents are not registered dealers in North Dakota as that term is defined in N.D.C.C. § 10-04-02(2);
5. the Respondents have failed to register as dealers in violation of N.D.C.C. § 10-04-10(1);

6. the Respondents have not registered in North Dakota any salesman as that term is defined in N.D.C.C. § 10-04-02(11);
7. the Respondents have failed to register any salesman in violation of N.D.C.C. § 10-04-02(2);
8. the Respondents have offered interests in Quarter Call, Inc. to residents of North Dakota;
9. interests in Quarter Call, Inc. are a security in North Dakota as that term is defined in N.D.C.C. § 10-04-02(13);
10. the Respondents have failed to register the interests in Quarter Call, Inc. in violation of N.D.C.C. § 10-04-04;
11. the Respondents did offer for sale or sell interests in QCI to Arland Murry, (hereinafter "Murry") a North Dakota Resident on or around December 20, 1993;
12. on or around June 1, 1994, the United States Securities and Exchange Commission initiated enforcement proceedings against QCI for unregistered sale of securities. A permanent injunction was issued.
13. on or around March 3, 1994, the Missouri Securities Division ordered the Respondents to cease and desist the sale of unregistered non-exempt securities to residents of Missouri;
14. on or around February 17, 1994, the Illinois Securities Department entered into a consent order of prohibition with the Respondents, this order was violated by Respondents;
15. on or around February 10, 1994, the Wisconsin Office of the Commissioner of Securities issued a Summary Order of Prohibition against the Respondent;
16. on or around December 10, 1993, the Colorado Division of Securities issued an order of Permanent Injunction against the Respondents;
17. on or around November 10, 1993, the Securities Commissioner of Maryland issued an Amended Summary Order to Cease and Desist against the Respondents;
18. on or around October 12, 1993, the Respondent, through their attorney John E. Smathers, requested a No-Action opinion from the North Dakota Office of the Securities Commissioner;

19. on or around October 27, 1993, Nancy J. Lewis, (hereinafter "Lewis") Deputy Securities Commissioner of the North Dakota Office of the Securities Commissioner informed the Respondent that the filing fee for a no-action request is \$150.00;
20. on or around November 10, 1993, the Respondents, through their attorney John E. Smathers, submitted the \$150 filing fee for a no-action request;
21. on or around November 23, 1993, Lewis requested via US mail, that the Respondent answer approximately 18 questions before a decision on the no-action opinion could be made;
22. the Respondents did not respond to the above referenced letter and a no-action opinion was never issued;
23. on or around December 20, 1993, Respondent Dan S. Webb provided the following documents to Murry for his signature:
 1. Telephone Equipment Lease Agreement
 2. Purchase Agreement
 3. Option to Sell Agreement
24. on or around December 29, 1993, Respondent Munoz provided Murry the following guarantee:

The guarantee is offered to you, Mr. Arland Murry, for a period of (90) ninety days, no questions asked. It allows you to withdraw any or all of your initial investment within the (90) ninety days of the contract date. No fees or commissions of any kind will be charged to you within that (90) ninety day guarantee period.

NOW, THEREFORE, IT IS ORDERED, pursuant to N.D.C.C. § 10-04-16, that Quarter Call, Inc.; Glenn Kendall; Tom C. Yost; Robert J. DiToro; Robert P. Carrigan; Dan S. Webb; J.R. Munoz; Premier Capital Investments and its officers, directors, agents, servants or employees immediately CEASE AND DESIST:

- A. From offering for sale or selling in North Dakota the subject securities, or any other security however denominated of any issuer, unless and until such securities have been registered with the Securities Commissioner; provided, however, that nothing in this part of the order shall apply to exempt securities under 10-04-05 N.D.C.C., or to exempt transactions under 10-04-06, N.D.C.C.;

B. From offering for sale or selling in North Dakota subject securities, or any other security however denominated of any issuer, unless and until they have registered as dealers or salesmen with the Securities Commissioner; provided, however, that nothing in this part of the order shall apply to exempt transactions under 10-04-06, N.D.C.C.

YOU ARE NOTIFIED that the above-cited violations, are sufficient grounds for the imposition of a civil penalty and administrative cost, pursuant to 10-04-16 N.D.C.C.

YOU ARE NOTIFIED that pursuant to 10-04-16(1) N.D.C.C., the Commissioner hereby orders payment of a civil penalty of \$10,000.

YOU ARE NOTIFIED that pursuant to 10-04-17 N.D.C.C., the Commissioner hereby orders Respondent to make a rescission offer for any securities sold to any North Dakota residents Respondent has conducted business with in the past, or with whom Respondent is presently conducting business.

YOU ARE NOTIFIED that pursuant to 10-04-12 N.D.C.C., you may request a hearing before the Securities Commissioner if such a request is made in writing WITHIN TEN DAYS AFTER THE RECEIPT OF THIS ORDER. The respondent has the right to be represented by legal counsel at the hearing.

IN TESTIMONY WHEREOF, witness my hand and seal this 27th day of October, 1994.

(SEAL)



Cal Hoovestol

CAL HOOVESTOL
SECURITIES COMMISSIONER

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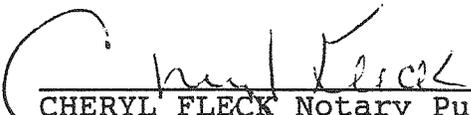
John E. Smathers, Esq.
15537 Norge Court
Bowie, Maryland 20716

4. That to the best of her knowledge, information, and belief, the address given above is the actual post office address of the party intended to be so served.



Jocelyn Smith-Whitney

Subscribed and sworn to before me this 28th day of October 1994.



CHERYL FLECK Notary Public
State of North Dakota
My commission expires June 23, 1999

CHERYL FLECK
Notary Public, STATE OF NORTH DAKOTA
My Commission Expires JUNE 23, 1999